

EXHIBIT D



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June 27, 2012

Via Electronic and First Class Mail

Paul E. White, Esq.
William F. Benson, Esq.
Sugarman, Rogers, Barshak & Cohen, PC
101 Merrimac Street
Boston, Massachusetts 02114-4737

Charles G. Berry, Esq.
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399 Park Avenue
New York, New York 10022-4690

Re: *Banco do Brasil, S.A. v. 275 Washington Street Corp.*
Docket No. 09-cv-11343-NMG
Pending in the United States District Court for the District of Massachusetts

Dear Counsel:

This firm represents McKinsey & Company, Inc. ("McKinsey") with respect to the third-party Subpoena issued to McKinsey by Sugarman, Rogers, Barshak & Cohen, PC on behalf of Defendant 275 Washington Street Corp. in the above-referenced matter (the "Subpoena"). Subject to the objections raised by McKinsey in our prior correspondence and telephone conversations, and pursuant to the parties' agreement to limit the McKinsey Subpoena, memorialized in June 14, 2012 and June 21, 2012 e-mails, as well as the Court's Orders on *Assented-to* Motions to Extend Time, this letter (along with the documents described herein) shall serve as McKinsey's full and complete response to the Subpoena.

Under separate cover, McKinsey will e-mail potentially responsive, non-privileged documents in PDF format directly to the Bank's counsel. The documents have been Bates labeled McK-Banco-000001 through McK-Banco-001687 and are designated as "Highly Confidential Material" pursuant to the terms of the parties' Stipulated Protective Order. Below is a list generally identifying the documents in the production. None of these documents have been redacted by McKinsey and you will note that certain documents appear to be non-identical duplicates.

- McK-Banco-000001 – August 7, 2009 Proposal Document
- McK-Banco-000186 – November 4, 2009 US Market Entry Update

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- McK-Banco-000206 – October 29, 2009 Memorandum Regarding the Due Diligence of MBCP USA
- McK-Banco-000211 – November 19, 2009 US Business Plan Update
- McK-Banco-000241 – December 2, 2009 US Business Plan Update
- McK-Banco-000266 – November 12, 2009 US Market Entry Update
- McK-Banco-000290 – Undated McKinsey Team List
- McK-Banco-000291 – October 21, 2009 Overview of Potential BCP Acquisition
- McK-Banco-000306 – October 21, 2009 US Regional Banking Opportunity
- McK-Banco-000343 – October 17, 2009 Federal Reserve Talking Points
- McK-Banco-000346 – October 2, 2009 Interview Notes
- McK-Banco-000348 – September 29, 2009 Discussion Document
- McK-Banco-000354 – October 13, 2009 Regulatory History Discussion
- McK-Banco-000372 – August 26, 2009 Letter Memorandum
- McK-Banco-000375 – August 4, 2009 Discussion Document
- McK-Banco-000415 – Undated Appendix Document
- McK-Banco-000426 – August 7, 2009 Proposal Document
- McK-Banco-000611 – December 15, 2009 Business Plan Follow Ups
- McK-Banco-000630 – December 2, 2009 Business Plan Update
- McK-Banco-000655 – December 21, 2009 US Market Entry Business Plan
- McK-Banco-000880 – December 8, 2009 US Market Entry Plan Summary
- McK-Banco-000942 – December 8, 2009 US Market Entry Regulator Discussion

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- McK-Banco-000955 – Undated Appendix Document
- McK-Banco-000966 – November 12, 2009 US Market Entry Update
- McK-Banco-000990 – November 19, 2009 US Business Plan Update
- McK-Banco-001020 – November 23, 2009 US Business Plan Update
- McK-Banco-001043 – November 5, 2009 US Market Entry Update
- McK-Banco-001063 – October 13, 2009 Discussion Document
- McK-Banco-001072 – October 13, 2009 Regulatory History Discussion
- McK-Banco-001090 – October 23, 2009 US Regional Banking Opportunity
- McK-Banco-001136 – October 21, 2009 Overview of Potential BCP Acquisition
- McK-Banco-001151 – February 2008 Business Plan
- McK-Banco-001436 – December 2008 Business Plan
- McK-Banco-001605 – Untitled Strategy Discussion
- McK-Banco-001622 – September 2009 Project Vasco Confidential Information Memorandum

We understand that the Bank will undertake its own relevance review and may redact or otherwise withhold certain documents from the landlord. However, the parties have agreed to resolve any disputes regarding the Bank's production to the landlord among themselves and without the further involvement of McKinsey. As a result, this production represents McKinsey's full and final production of potentially responsive documents and McKinsey's obligations under the Subpoena are complete.

McKinsey expressly reserves its right to seek reimbursement from the landlord for the reasonable costs associated with this production. If you have any questions, please feel free to contact me.

Very Truly Yours,

Andrew B. Joseph